

**TRANSBAY JOINT POWERS AUTHORITY
BOARD OF DIRECTORS**

MINUTES

Thursday, March 10, 2016
1 Dr. Carlton B. Goodlett Place, Room 416
San Francisco, CA

REGULAR MEETING
9:30 a.m.

BOARD OF DIRECTORS

Greg Harper, Chair
Mohammed Nuru, Vice Chair
Jeff Gee
Jane Kim
Edward Reiskin
Bijan Sartipi

Executive Director
Maria Ayerdi-Kaplan

Secretary
Nila Gonzales

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San Francisco, California 94105
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9:30 – REGULAR MEETING

ORDER OF BUSINESS

1. Call to Order

Chair Harper called the meeting to order at 9:35 a.m.

2. Roll Call

Present: Jeff Gee

Jane Kim (absent at roll call, arrived during item 5)

Ed Reiskin

Bijan Sartipi

Mohammed Nuru

Greg Harper

3. Communications

None.

4. Board of Director's New and Old Business

None.

5. Public Comment

Members of the public may address the Authority on matters that are within the Authority's jurisdiction and are not on today's calendar.

Steve Roberts, member of the Rail Passenger Association of California, stated the extension of Caltrain service to the Transbay terminal is one of the association's key priorities and any actions that delay the project are of concern to the association. He further stated the Rail Passenger Association of California recommends a focused effort to begin construction of the approved shovel-ready Caltrain extension to Transbay terminal.

Bob Feinbaum, member of the TJPA Citizens Advisory Committee (CAC), stated his comments were not on behalf of the CAC but his own personal comments. He indicated the CAC was supposed to receive a presentation on the Railyard Alternatives and I-280 Boulevard Feasibility (RAB) Study from the San Francisco Planning Department on March 8, 2016 but it was abruptly taken off the CAC agenda by the San Francisco Planning Department. He explained the RAB Study is a 5-part study and the first part is already eight months overdue so it would seem the remaining four parts of the study would also be delayed which would impact applying for funding. He urged the TJPA Board of Directors to consider what impact the RAB Study is having on the goal of bringing Caltrain to the Transbay terminal as quickly as possible.

THE FOLLOWING MATTERS BEFORE THE TRANSBAY JOINT POWERS AUTHORITY ARE RECOMMENDED FOR ACTION AS STATED BY THE EXECUTIVE DIRECTOR OR THE CHAIR.

RECESS REGULAR MEETING AND CONVENE CLOSED SESSION

There was no member of the public who indicated that they would like to comment on the item scheduled for discussion in closed session.

CLOSED SESSION

6. Call to Order

Chair Harper called the Closed Session to order at 9:45 a.m.

7. Roll Call

Present: Jeff Gee
Jane Kim
Ed Reiskin
Bijan Sartipi
Mohammed Nuru
Greg Harper

8. CONFERENCE WITH REAL PROPERTY NEGOTIATORS (Gov. Code section 54956.8)

Property: Portions of State Parcel F (APN 3721-015A); 75 Natoma (APN 3721-031), 546 Howard (APN 3721-016), 564 Howard (APN 3721-019), 568 Howard (APN 3721-020), and 77-79 Natoma (APN 3721-029) (“Parcel F”)

TJPA Negotiators: Maria Ayerdi-Kaplan, Executive Director, and Bill White, Shute, Mihaly & Weinberger LLP, outside counsel

Negotiating parties: Pre-qualified bidders in Parcel F procurement

Under negotiation: Price and terms of payment for sale of Parcel F

Executive Director reported on the terms of the agreement.

RESOLUTION 16-004

On motion to approve:

ADOPTED: AYES – Gee, Kim, Reiskin, Nuru, and Harper

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 10:05 a.m.

9. Announcement of Closed Session.

Executive Director Ayerdi-Kaplan reported that the TJPA Board of Directors unanimously approved a Purchase and Sale Agreement with F4 Transbay Partners for the sale of Parcel F unentitled for \$160 million in cash at closing and another \$15 million if F4 assembles Parcel F with the adjacent property at 540 Howard Street and builds on both parcels.

REGULAR CALENDAR

10. Authorizing the Executive Director to execute an agreement for Independent Auditing Services with Vavrinek, Trine, Day & Company for an amount not to exceed \$144,000 for a period of three years.

TJPA Chief Financial Officer (CFO) Sara DeBord presented the item.

No public comment.

RESOLUTION 16-005

On motion to approve:

ADOPTED: AYES – Gee, Kim, Reiskin, Nuru, and Harper

11. Approving an agreement with the California Public Employees' Retirement System (CalPERS) to join the California Employers' Retiree Benefit Trust Program (CERBT) to Prefund Other Post-Employment Benefits, delegate authority to request disbursements from the trust and authorize the execution of necessary documents with CalPERS to fund and maintain participation in the trust.

TJPA CFO Sara DeBord presented the item.

The Board requested to continue the item to the following month so that the agreement can include a vesting requirement for future employees.

12. Approving the Minutes of the February 11, 2016 meeting.

No public comment.

On motion to approve:

ADOPTED: AYES – Gee, Kim, Reiskin, Nuru, and Harper

13. Approving the Minutes of the February 29, 2016 Special meeting.

No public comment.

On motion to approve:

ADOPTED: AYES – Gee, Kim, Reiskin, Nuru, and Harper

14. Presentation of Operations and Maintenance Study for the Transbay Transit Center.

John Thomas of ISIS and Denise Sines of URS/AECOM, TJPA Program Management team, presented the item.

Chair Harper stated the amount of security staffing was overwhelming. Director Reiskin expressed concern regarding the level of security and questioned whether the benchmarks used were comparable. Director Gee inquired on the kind of performance measurements or desired outcomes for the proposed staffing model. Ms. Sines stated she would address these concerns when presenting item 15.

Public Comment:

Jim Patrick, Patrick & Company, expressed concerns with utilizing union workers. He also suggested a charge to each individual that passes through the terminal as part of the ticketing process be implemented and used as a funding source for operations and to build the Downtown Extension project.

Executive Director Ayerdi-Kaplan responded by confirming that operators will be paying a passenger facility charge.

15. Presentation of Safety & Security Concept of Operations for the Transbay Transit Center.

Denise Sines of URS/AECOM, TJPA Program Management team, presented the item.

Director Kim advised that she could not support the proposed level of security staffing because it is overly aggressive. Director Reiskin concurred with Director Kim and requested the Security Request for Proposals (RFP) come to the TJPA Board of Directors before it is released.

Executive Director Ayerdi-Kaplan stated that all staff can do is make a recommendation and it is up to the Board to set the policy and determine what level of security they want. She also stated the RFP will be brought back to the Board with ample time for review prior to its release in early 2017. Director Gee suggested a peer review panel for the RFP and recommended consulting with APTA, the American Public Transportation Association. Director Kim stated the peer review panel should be other entities similar to a terminal and not security or emergency responders.

16. Approving a Resolution to enter into an Intergovernmental Agreement, to be presented at the April 14, 2016 TJPA Board of Directors meeting, with the City and County of San Francisco Department of Public Works (DPW) for Construction Oversight Services.

Executive Director Ayerdi-Kaplan stated the Intergovernmental Agreement did not accompany the Resolution but she understands the City Attorney is reviewing the draft. She stated the importance of the Intergovernmental Agreement is to ensure consistency with existing laws and regulations, existing contracts, TJPA policies and procedures, good government practices, making sure controls are in place on any decision making authority delegated to DPW, ensuring procedures for cost accounting and control relating to compensation of DPW, ensuring there is allocation of risk and liability for acts, omissions, and decisions of DPW, ensuring compliance with conflicts of interest, government code section 1090 possible issues, ensuring protection of TJPA's existing rights relative to confidential information and attorney-client privilege.

Director Reiskin explained the need and importance for oversight due to the almost 40% increase in costs that he has seen since his tenure on the Board. He stated some proposed amendments to the Resolution will be presented.

Chair Harper stated it seemed to be a conflict of interest for the Executive Director to negotiate the Intergovernmental Agreement and suggested the negotiations be done by general counsel with one or two board members. He requested the City of San Francisco include everything it wants in the Intergovernmental Agreement so that it is as complete as they want it to be.

Director Gee stated this is a major change and the reason that it is being made is not specified but maybe that will be in the Intergovernmental Agreement. He explained he did not understand what the metrics were going to be for DPW in terms of determining how they are going to be successful and suggested the Intergovernmental Agreement specify the budget and schedule for tracking.

Director Reiskin requested Edgar Lopez, DPW Deputy Director/ City Architect, offer the amendments to the Resolution that are being suggested. Mr. Lopez presented an amendment to the Resolution which would allow DPW to manage the construction now and clarify DPW's role rather than deferring it to a future time when there is an Intergovernmental Agreement. Director Reiskin made a motion to approve the amendments to the Resolution presented by Mr. Lopez and add a clause that would indicate the Board's intent to complete the project on the anticipated budget and schedule.

Deborah Miller, TJPA Counsel, offered suggested language specific to Director Reiskin's proposed amendments to the resolution. She suggested in the first resolved clause after the end of the first sentence adding "for the purpose of meeting the TJPA's approved budget and project schedule for Phase 1". Then to Director Gee's comment, she suggested adding to the end of the third resolved clause "with the expectation that compensation to DPW be consistent with the Board's approved the program budget". Director Reiskin agreed with the suggested language and modified his motion to amend as suggested.

Public Comment:

Bob Feinbaum opposed the Resolution and stated the Board could not approve it. He stated Vice Chair Nuru must recuse himself from voting on this item due to the conflict of interest with him being the head of DPW. He stressed that the Board cannot act without the actual agreement and that there is a public disclosure violation. He also expressed concern regarding the affect this action would have on the existing contract with Turner Construction. He also disagreed with Director Reiskin's assertion regarding costs.

Gerald Cauthen, Bay Area Transportation Working Group, expressed concerns and indicated there were conflicts regarding the head of DPW being on the TJPA Board of Directors and being the supervisor of staff that will be assigned per this action.

Jim Patrick, Patrick & Company, concurred with the comments provided by Mr. Feinbaum and Mr. Cauthen and added that it will cost more with additional people. He did not support the item and also suggested the Board retract the previous Bylaws change.

Deborah Miller, TJPA Counsel, read the amended Resolution clauses into the record.

RESOLUTION 16-006

On motion to approve:

ADOPTED: AYES – Kim, Reiskin and Harper
ABSTAIN – Gee
RECUSE – Nuru

17. Executive Director's Report

- Quarterly Financial Reports
- Monthly Investment Transaction Report

Executive Director Ayerdi-Kaplan reported on the successful Penrose awning event held on March 7, 2016 and she expressed appreciation to Leader Pelosi and Chairman Burton for attending and their support over the years. She also reported that the Master Lessee Request for Proposals was released on March 4, 2016, proposals are due on May 26, 2016 and the award would be recommended to the Board sometime in the Summer of 2016.

TJPA CFO Sara DeBord presented the Quarterly Financial Reports and the Monthly Investment Transaction Report.

18. Construction Update

Ron Alameida of DPW and Steve Rule of Turner Construction, Construction Management Oversight, presented the update.

Director Gee inquired on the current percentage in regards to completion of time and money spent, respectively. The information is to be presented at the next meeting.

Director Reiskin indicated to add the earned value curve information that is in the progress reports to the Construction Update.

19. Citizens Advisory Committee (CAC) Update

Ted Olsson, TJPA CAC Chair, reported the RAB presentation has been rescheduled to be presented at the April CAC meeting. He stated the Operations and Maintenance presentation was well received and the CAC suggested staff also meet with the Mayor's Office on Homelessness and Vision Zero to look at all possible ways of handling and mitigating issues.

RECESS REGULAR MEETING AND CONVENE CLOSED SESSION

There was no member of the public who indicated that they would like to comment on the item scheduled for discussion in closed session.

CLOSED SESSION

20. Call to Order

Chair Harper called the closed session to order at 12:05 p.m.

21. Roll Call

Present: Jeff Gee
Jane Kim
Ed Reiskin
Bijan Sartipi
Mohammed Nuru
Greg Harper

22. PUBLIC EMPLOYEE PERFORMANCE EVALUATION

Pursuant to Government Code Section 54957(b), the TJPA Board of Directors will meet in closed session to discuss the process for routine evaluation of public employee TJPA officers:

Title: Executive Director, Chief Financial Officer, and Board Secretary

ADJOURN CLOSED SESSION AND RECONVENE REGULAR MEETING – The Closed Session was adjourned at 12:30 p.m.

23. Announcement of Closed Session.

Secretary Gonzales announced that there was no action to report.

ADJOURN – Chair Harper adjourned the meeting at 12:35 p.m.

A recording of the meeting is on file in the office of the Secretary to the Transbay Joint Powers Authority Board of Directors.

Nila Gonzales
Board Secretary

The Ethics Commission of the City and County of San Francisco has asked us to remind individuals that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance [Campaign and Gov't Conduct Code, Article II, Chapter 1, § 2.100, et seq.] to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the Ethics Commission at 25 Van Ness Avenue, Suite 220, San Francisco, CA 94102, telephone (415) 252-3100, fax (415) 252-3124 and web site: www.sfethics.org.